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Robert L. Begleiter  
Attorney at Law  
212-350-2707  
rbegleiter@constantinecannon.com

NEW YORK | WASHINGTON

September 29, 2009

**VIA HAND DELIVERY AND ECF**

The Honorable John Gleeson  
United States District Court Judge  
for the Eastern District of New York  
225 Cadman Plaza East  
Brooklyn, New York 11201

**Re: Visa Check/MasterMoney Antitrust Litigation (CV-96-5238)(JG)(JO)**

Dear Judge Gleeson:

Lead Counsel is writing to seek final approval of the payment of "Break-up Fees" owed to the "Bankers" – Barclays Capital Inc. ("Barclays") and Citigroup Global Markets Inc. ("Citigroup") – retained in connection with the securitization of the remaining settlement account payments from MasterCard International Incorporated ("MasterCard"). Sections 8 of the January 12, 2009 engagement letter between Lead Counsel and the Bankers (*see* Exhibit A)<sup>1</sup> provides that:

[i]n the event that the [Bankers] have distributed an Offering Document to potential investors and are marketing the Securities, and during such marketing effort MasterCard prepays its obligations on a discounted basis agreed to by [Lead Counsel], each of the [Bankers] shall be entitled to a payment in an amount equal to \$1,420,000 . . . payable on the closing date of such prepayment. (Each amount identified in this paragraph and the preceding paragraph is referred to herein as a "Break-up Fee" and collectively as the "Break-up Fees".) The payment of all Break-[u]p Fees shall be subject to final approval by the Court.

Section 7 of the engagement letter also entitles the Bankers to reasonable expenses.

Barclays and Citigroup have submitted invoices to Lead Counsel totaling \$1,421,826.00 and \$1,420,247.28, reflecting their respective Break-up Fees. Subject to final approval by the Court, these amounts are due on September 30, 2009, the closing date for the prepayment from

<sup>1</sup> The Court approved the engagement letter by an Order dated March 10, 2009. *See* Exhibit B.

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MasterCard. Accordingly, Lead Counsel requests final approval from the Court to pay the attached invoices from the Settlement Fund.

Respectfully submitted,



Robert L. Begleiter

Attachments

cc: Special Master Robin Wilcox, Esq. (*via email*)